



THE UNITED STATES
CORPORATION
COMPANY

A97000002864

ACCOUNT NO. : 072100000032

REFERENCE : 115817 83411A

AUTHORIZATION :

Patricia Pijet

COST LIMIT : \$ 35.00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JAN 29 PM 2:24

ORDER DATE : January 28, 1999

ORDER TIME : 10:38 AM

ORDER NO. : 115817

700002758777--6

CUSTOMER NO: 83411A

CUSTOMER: Dan Haughton, Esq
Vistana Development, Ltd.
8801 Vistana Centre Drive
13500 State Road 535
Orlando, FL 32821

CHANGE OF AGENT

NAME: VISTANA WGV MANAGEMENT, LTD.

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PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Janna Wilson

13/12
1/21/99

DIVISION OF CORPORATION

99 JAN 29 PM 12:12

RECEIVED

**LIMITED PARTNERSHIP STATEMENT OF CHANGE OF REGISTERED
OFFICE OR REGISTERED AGENT, OR BOTH**

Pursuant to the provision of sections 620.105 and 620.1051, Florida Statutes, the undersigned limited partnership organized under the laws of the state of FLORIDA, submits the following statement in order to change its registered office or registered agent, or both, in the state of Florida.

1. VISTANA WGV MANAGEMENT, LTD.
Name of the limited partnership
2. DECEMBER 26, 1997 3. A97000002864
Date of filing/registration in Florida Document number assigned

4. The name and address of the present registered agent and office:

CT CORPORATION SYSTEM
1200 SOUTH PINE ISLAND ROAD
PLANTATION, FL 33324

5. The name and street address of the successor registered agent and office (P.O. Box not acceptable)

Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301

Such change was authorized by the general partners.

Sy. Elise
Signature of General Partner

1/21/99
Date

Susan Werth as Sr. Vice President of Vistana WGV Management, Inc., general partner of Vistana WGV Management, Ltd.

Having been named as registered agent and to accept service of process for the above stated limited partnership at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

Corporation Service Company
By: *Karen B. Rozar*
Registered Agent signature

Karen B. Rozar, Asst. Sec.
Corporation Service Company
Date

Filing Fee: \$35.00

Division of Corporations